

UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK

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: In re : Chapter 11
: :
: DELPHI CORPORATION, et al., : Case No. 05-44481 (RDD)
: :
: Debtors. : (Jointly Administered)
: :
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FIFTH SUPPLEMENTAL ORDER UNDER 11 U.S.C. § 331
ESTABLISHING PROCEDURES FOR INTERIM COMPENSATION
AND REIMBURSEMENT OF EXPENSES OF PROFESSIONALS

("FIFTH SUPPLEMENTAL INTERIM COMPENSATION ORDER")

Upon the motion, dated October 8, 2005 (the "Motion"),¹ of Delphi Corporation and certain of its subsidiaries and affiliates, debtors and debtors-in-possession in the above-captioned cases (collectively, the "Debtors"), for an order under section 331 of title 11 of the United States Code, 11 U.S.C. §§ 101-1330, as amended, establishing procedures for interim compensation and reimbursement of expenses of court-approved professionals and the appointment of a fee committee (the "Joint Fee Review Committee") and establishing a protocol regarding the Joint Fee Review Committee, its composition, mandate, and procedures in accordance with the Fee Committee And Fee Procedures Protocol (the "Fee Protocol"); and this Court having entered an order on November 4, 2005 (Docket No. 869) granting certain of the relief requested in the Motion (the "Initial Order"); and this Court having entered supplemental

¹ Unless otherwise defined herein, all capitalized terms shall have the meanings ascribed to them in the Motion For Administrative Order Under 11 U.S.C. § 331 (I) Establishing Procedure For Interim Compensation And Reimbursement Of Expenses Of Professionals And (II) Setting A Final Hearing Thereon (the "Interim Compensation Motion") (Docket No. 11).

orders on March 8, 2006 and March 28, 2006 (the "Supplemental Orders") (Docket Nos. 2747 and 2986) amending paragraphs 1(j) and 10 of the Initial Order regarding the deadlines for filing monthly compensation packages and interim and final fee applications; and this Court having entered on May 5, 2006 (Docket No. 3630) a third supplemental order approving the Fee Protocol and establishing July 19, 2006 as the hearing date to consider approval of the first applications for interim or final court approval (the "Third Supplemental Order"); and this Court having entered on July 12, 2006 (Docket No. 4545) a fourth supplemental order approving the scheduling of the hearing on October 19, 2006 to consider approval of the first and second applications for interim or final court approval and allowance of compensation and reimbursement of expenses for the periods ended January 31, 2006 and May 31, 2006, respectively (the "Fourth Supplemental Order"); and upon the request of the Joint Fee Review Committee that the hearing scheduled for October 19, 2006 to consider approval of the first and second applications for interim or final court approval and allowance of compensation and reimbursement of expenses for the periods ended January 31, 2006 and May 31, 2006, respectively, be rescheduled to November 30, 2006; and this Court having determined that the relief requested in the Motion is in the best interests of the Debtors, their estates, their creditors, and other parties-in-interest; and the office of the United States Trustee having consented to the relief granted herein; and after due deliberation thereon; and good and sufficient cause appearing therefor, it is hereby

ORDERED, ADJUDGED, AND DECREED THAT:

The Initial Order, the Supplemental Orders, the Third Supplemental Order, and the Fourth Supplemental Order shall continue in full force and effect except as follows:

1. The hearing to consider approval of the first and second applications for interim or final court approval and allowance of compensation and reimbursement of expenses for the periods ended January 31, 2006 and May 31, 2006, respectively, (each a "Fee Application") scheduled for the omnibus hearing date of October 19, 2006 at 10:00 a.m. (Prevailing Eastern Time) shall be rescheduled to the omnibus hearing date of November 30, 2006 at 10:00 a.m. (Prevailing Eastern Time).

2. As provided in paragraph 2 of the Fourth Supplemental Order, but subject to paragraph 3 below, the deadline for filing an objection to any Fee Application was October 12, 2006 at 4 p.m. (Prevailing Eastern Time).

3. The deadline for the Joint Fee Review Committee to file and serve an objection to any Fee Application shall be extended to November 15, 2006 at 4:00 p.m. (Prevailing Eastern Time).

Dated: New York, New York
October 13, 2006

/s/Robert D. Drain
UNITED STATES BANKRUPTCY JUDGE